

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., et al.,

Reorganized Debtors.

Chapter 11

Case No. 01-1139 (KJC)

Objection Deadline: July 7, 2014 at 4:00 p.m.

Hearing Date: October 14, 2014 at 10:00 a.m.

Ref. No. 32130 and 32285

CERTIFICATION OF COUNSEL REGARDING DOCKET NO. 32130

On May 5, 2014, the undersigned filed the Second Quarterly and Final Fee Application of Towers Watson Delaware Inc. (“Towers”), Actuarial Consultants to David T. Austern, Former Asbestos PI Future Claimants’ Representative, and Roger Frankel, Successor Asbestos PI Future Claimants’ Representative (together, the “FCR”), for Compensation of Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred for the Second Quarterly Period from January 1, 2014 through February 3, 2014 and the Final Fee Period from October 29, 2004 through February 3, 2014 [Docket No. 32130] (collectively, the “Final Fee Application”).

The Final Fee Application seeks the award of final compensation for services rendered and expenses incurred in connection with Towers’ services to the FCR in these Chapter 11 cases from October 29, 2004 through February 3, 2014, in the amount of \$3,673,654.50 in fees and \$53,453.96 in expenses, for a total award of \$3,727,108.46 (collectively, the “Final Fees and Expenses”).

On July 10, 2014, the Fee Auditor filed a Final Report Regarding the Final Fee Application with the Court, which recommends final approval of the Final Fees and Expenses without adjustment [Docket No. 32285] (the “Final Report”).

The undersigned hereby certifies that, as of the date hereof, other than the Final Report, she has received no answer, objection or other responsive pleading to the Final Fee Application. The undersigned further certifies that she has caused the Court's docket in the above-captioned cases to be reviewed and, other than the Final Report, no answer, objection or other responsive pleading to the Final Fee Application appears thereon. Pursuant to the Final Fee Application, objections were to be filed no later than July 7, 2014.

WHEREFORE, the undersigned respectfully requests that the proposed Order as filed with the Final Fee Application be entered by the Court.

ORRICK, HERRINGTON & SUTCLIFFE LLP

Dated: July 17, 2014

By: /s/ DEBRA L. FELDER

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